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March 31, 1983

Mr. Mark Connolly
Assistant Secretary of State
Corporation Division
State House Annex
Concord, New Hampshire 03301

Dear Mr. Connolly:

By memorandum dated March 22, 1983, you inquired whether foreign corporations and foreign partnerships applying to your office for reinstatement of their authority to do business in the State of New Hampshire could be required to pay all past fees, assessments and penalties due to the State before they are reinstated. For the reasons set forth below, our answer to your question with respect to foreign corporations is "yes," and with respect to foreign partnerships is "no."

With respect to a foreign corporation applying for reinstatement of its certificate of authority to do business in the State of New Hampshire, RSA 293-A:131 III, provides that a foreign corporation which transacts business in the state without a certificate of authority shall be liable to the state for all fees, franchise fees, and penalties due to the state for the years or parts of any year during which it transacted business. Although Section 131, III specifically authorizes the Attorney General to bring proceedings to recover the amounts due under that section, we believe that the Secretary of State could refuse to reinstate a corporation's certificate of authority to do business pending the payment of all required amounts.

With respect to a foreign partnership applying for reinstatement of its right to do business in the State of New



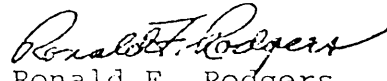
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Hampshire, RSA 305-A:2-d provides "if any such foreign partnership shall again wish to register to do business in this State it shall make a new application for such registration and pay the required fees for such registration." AS RSA 305-A:2-d explicitly authorizes re-registration, and does not require the payment of any past fees or other amounts owed to the State, we believe that the Secretary of State does not have the authority to make the re-registration of a foreign partnership contingent upon the payment of such amounts.

If you have any further questions, please do not hesitate to contact me.

Sincerely yours,



Ronald F. Rodgers
Attorney
Division of Legal Counsel

RFR:rf

Informal Opinion 83-36-I